INTERIM BYLAWS

Approved by the GFC Executive Committee on August 22, 2019

These Bylaws are in force until August 30, 2020.
ARTICLE I: ENACTMENT, DEFINITIONS, AND INTERPRETATION

1.1 ESTABLISHMENT OF GENERAL FACULTIES COUNCIL
Grant MacEwan University (“MacEwan University” or the “University”) is a public post-secondary institution established under the Post-Secondary Learning Act (“Act”) of the Province of Alberta. The University is governed by a bicameral system. The two bodies are the Board of Governors (“Board”) and the General Faculties Council (“GFC”). GFC, subject to the authority of the Board, is responsible for the academic affairs of the University and shall promote the University’s teaching, scholarly activity, and service, consistent with the University’s mandate.

1.2 AUTHORITY OF THE BYLAWS
The Bylaws of General Faculties Council (“Bylaws”) are written in accordance with the Act. In the event of any conflict between the provisions of these Bylaws and the provisions of the Act, the provisions of the Act shall govern. The Bylaws provide guidance and structure to the proceedings of GFC in fulfilling its obligations and duties under the Act.

1.3 DEFINITIONS
For the purposes of these Bylaws:

**Academic Staff** means employees of MacEwan University with a faculty appointment.

**Academic Year** means the period from September 1 of the current calendar year to August 31 of the following calendar year. The annual cycle for GFC conforms to this period.

**Act** means the Post-Secondary Learning Act and every statute that may be substituted so that, in the case of such amendment or substitution, any reference in these Bylaws shall be read as referring to the amended or substituted provisions.

**Appointed Members** means members of General Faculties Council whose appointments are made pursuant to Section 25 of the Act.

**Board of Governors** (“Board”) means the corporation constituted in the Act as The Board of Governors of Grant MacEwan University.

**Bylaws** means the General Faculties Council Bylaws of MacEwan University.

**Chair** means the Chair of General Faculties Council, who shall be the President of the University. The President may delegate the role of Chair pursuant to Section 81(4) of the Act. The Chair is empowered to adjudicate rules of order and procedures.
Committee Chair(s) means a dean of a faculty or school council or a chair, or co-chair, of any other standing or ad hoc board, committee, or council of General Faculties Council.

Conflict of Interest means a situation where an employee’s personal interests interfere, or may appear to interfere, with the interests of the University, as described in the Employees’ Code of Conduct.

Consent Agenda means an agenda of routine, informational, non-controversial, or non-substantive matters brought before General Faculties Council, as part of its regular agenda, for approval through adoption of the regular agenda.

Committee means a faculty or school council, or any other standing or ad hoc board, committee, or council of General Faculties Council established by General Faculties Council.

Council means General Faculties Council (“GFC”) of MacEwan University as constituted in the Act and operated under these Bylaws.

Dean means the dean of a faculty or school council or of the library of MacEwan University.

Elected Members means those members of General Faculties Council whose appointments are made pursuant to Section 24 of the Act.

Ex-Officio means by virtue of, or because of, an office.

Executive Committee means the General Faculties Council Executive Committee, the standing committee of Council with a coordinating role in managing the affairs of GFC and its committees.

Faculty Council means a council established pursuant to Section 28(1) of the Act. A school council is equal to a faculty council. A Faculty Councils is standing committees of GFC, and subject to Terms of Reference approved by General Faculties Council.

GFC means the General Faculties Council of Grant MacEwan University as constituted in the Act and operated under these Bylaws.

MacEwan University means the public university constituted under the Act and known as the corporation Grant MacEwan University.

Mandate means the mandate of the University, as approved by the Minister responsible for the Act and pursuant to Section 103 of the Act.

Member or Members means ex-officio, elected, and appointed member(s) of General Faculties Council. In the case of a General Faculties Council standing or ad hoc board, committee, or council, member or members means member(s) of the board, committee, or council upon which the individual(s) serve(s).
**Minister** means the member of the Legislative Assembly of Alberta responsible for the Post-secondary Learning Act as determined under Section 16 of the Government Organization Act, Alberta, who is appointed by the Premier.

**Minutes** means the formal record of a meeting once adopted by the General Faculties Council.

**Motion** means a proposal formally placed before a meeting for consideration, debate, and vote. Once adopted by a simple majority vote, and recorded, the motion converts to a resolution, the formal decision taken at the meeting.


**President** means the individual as constituted in the Act and appointed by the Board of Governors pursuant to Section 81 of the Act to serve as President of MacEwan University and, where the context permits, the word President shall include an individual serving as President on an acting or an interim basis.

**Program(s) of Study** means a group of credit courses that, on completion, leads to the granting of a credential.

**Provost** means the Provost & Vice-President, Academic of MacEwan University.

**Resolution** means a motion that has been formally adopted by a simple majority vote and recorded to reflect the decision taken at a duly-constituted meeting of General Faculties Council.

**Student** means a person who is registered and is active and in good standing at Grant MacEwan University.

**Students’ Association** means a students’ association of a university established under Section 93 or continued under Part 5 of the Act. At MacEwan University, this legal entity is known as the “Students’ Association of MacEwan University (SAMU)”.

**Statutory Member(s)** means a member or members of General Faculties Council so authorized or prescribed as such by the Province of Alberta statute, the Post-Secondary Learning Act.

**Terms of Reference** means a document approved by General Faculties Council outlining the specific powers, duties, and responsibilities delegated to a faculty or school council, or other standing or ad hoc board, committee, or council of GFC.

**University** means the public university constituted under the Act and known as the corporation Grant MacEwan University.
**University Officer** means an individual serving in an executive or administrative position at MacEwan University. Normally, this comprises the president, vice-presidents, and positions including deans, associate vice-presidents, directors, and equivalent positions.

1.4 **INTERPRETATION**

1.4.1 Unless otherwise defined in these Bylaws, terms used in these Bylaws have the same meaning as those defined in the Act.

1.4.2 In these Bylaws, all references to the singular shall also be interpreted as referring to the plural and vice versa, and words in one gender include all genders. The insertion of headings in these Bylaws and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of these Bylaws.

**ARTICLE II: COMPOSITION AND TERM OF OFFICE**

2.1 **COMPOSITION**

2.1.1 The composition of GFC is set in accordance with the Act.

2.1.2 Ex-Officio members:

The following persons who are members by virtue of their offices:

- The president, who is the Chair;
- The vice-presidents;
- The dean of each faculty, school, and the library;
- The registrar.

2.1.3 Elected members:

Pursuant to Section 24, the Council of each Faculty and School shall elect from the full-time members of the Academic Staff of the Faculty or School the number of members to GFC that may be assigned to it, pursuant to the following provision.

2.1.3.1 Each year, the GFC shall establish the total number of elected members to be on GFC, which shall be at least twice the number of members of GFC by virtue of their offices. At the direction of GFC, the registrar shall determine and assign to each Faculty and School the number of members that may be elected by that Faculty or School. This number shall, so far as reasonably possible, be in the same proportion as the total number of full-time members of the Academic Staff of the Faculty or School is to the total number of full-time members of the Academic Staff of all the Faculties and Schools.
2.1.3.2 There shall be at least one (1) elected member for every Faculty or School with a School Council with a full-time instructional staff complement of six (6) or more.

2.1.4 Student members:
Two (2) students nominated by the students’ association. Members must be current students of the University and be in good academic standing.

2.1.5 Appointed members:
Additional members are appointed from the staff and students of the University under Section 25 of the Act. In this provision, the ex-officio, elected, and statutory student members of Council shall appoint the appointed members of GFC from the staff and students of the University, in the number and for the terms of office that these members determine. Appointed student members, if any, must be current students of the University and be in good academic standing.

2.2 TERM OF OFFICE

2.2.1 Ex-officio members:
An ex-officio member shall be a member only while holding the University office that entitles the member to be an ex-officio member.

2.2.2 Elected members:
The terms of office of elected members are set in accordance with the Act. A member elected by a Faculty or School shall normally hold office for a term of three (3) years or until the member’s successor is elected. Notwithstanding this provision, a Faculty or School may elect a member to hold office for a term of less than three (3) years so as to provide overlapping terms of office for the representatives of the Faculty or School and may, when a member ceases for whatever reason to hold office before the expiry of that member’s term of office, elect a new member to hold office for the remainder of the unexpired term. Elected terms are renewable, through re-election.

2.2.3 Statutory student members:
Statutory student members shall serve one (1) year terms and shall take office at the time designated for the changeover by the council of the students’ association.

2.2.4 Appointed members:
Appointed members are determined by the GFC for appointment under Section 25 of the Act. Unless otherwise specified by the GFC, terms of office for appointed staff members, if any, shall be three (3) years, and terms of office for appointed students, if any, shall be one (1) year.
2.2.5 For members other than those who are ex-officio members, all terms are renewable, subject to the relevant unit- or constituency-specific re-election or re-appointment processes.

2.2.6 Alternates:
Alternates shall not be permitted on GFC.

2.3 RESIGNATION OR REMOVAL

2.3.1 Should the Chair receive written notice of resignation the member’s position shall be filled through a process initiated by the Executive Committee.

2.3.2 If a member misses three (3) regular Council meetings within an academic year, the Executive Committee may declare the member’s position vacant, except for the ex-officio and statutory student members. The vacant position shall be filled through a process initiated by the Executive Committee.

2.3.3 A member who is to be on leave for a period longer than four (4) months who wishes to complete a term of office upon return may seek to have a temporary replacement appointed through a process initiated by the Executive Committee.

2.4 NOMINATIONS AND ELECTIONS

Each Faculty or School Council shall elect from the full-time members of the Academic Staff of the faculty or school the number of members to the general faculties council that may be assigned to it.

2.4.1 Nomination processes for elected Academic Staff shall be conducted by Faculties and Schools, supported by the GFC Secretariat.

2.4.2 The GFC Secretariat will specify dates for regular nominations and elections to replenish membership of elected positions.

2.4.2 Any and all student elections and appointments will be conducted by the students’ association of the University.

ARTICLE III: POWERS, DUTIES, ROLES, AND RESPONSIBILITIES

3.1 GENERAL FACULTIES COUNCIL

Further to the powers and duties of GFC as set out in the Act, Council establishes a governance framework to guide its work in fulfilling its responsibilities as the senior academic governing body of the University. GFC must ensure it maintains a broad perspective on issues within the framework of
the University’s approved mandate and established priorities. Council is expected to provide vision and leadership to the University’s academic community.

3.2  DELEGATION
GFC may delegate any of its powers, duties, and functions as it sees fit and may prescribe conditions governing the exercise or performance of any delegated power, duty, or function, including the power of subdelegation.
3.2.1  Through approved terms of reference, resolution, or other written directive, GFC sets out mandates for committees to assist Council in fulfilling its responsibilities. GFC committees are accountable to Council. GFC reserves the right to revoke such delegations.

3.3  RESPONSIBILITIES OF COMMITTEE MEMBERS
Members, in their function as members of Council, are expected to act in the long-term academic interests of the University to the best of their ability; as such, members do not act as delegates of the bodies or constituencies from which they are drawn. Members, utilizing their own perspectives, must be conscientious in contributing to and helping GFC fulfil its role and responsibilities as set forth in the Act and for being responsible for the ethical conduct of its affairs. Members shall adhere to GFC’s Bylaws and the University’s policies, procedures, and relevant codes. The specific responsibilities of an individual member include:
3.3.1  Supporting GFC in fulfilling its responsibilities and objectives;
3.3.2  Attending and participating in regular and special GFC meetings;
3.3.3  Serving on committees of the GFC, subject to nomination and election to any such committee;
3.3.4  Providing formal regrets in writing to the Secretariat in advance of an expected absence from any meeting;
3.3.5  Acting in an honest and ethical manner; complying with Council’s Bylaws and University policies, procedures, and relevant codes; and avoiding, as appropriate, conflicts of interest;
3.3.6  Respecting the difference between academic matters and administrative matters;
3.3.7  Discussing issues frankly and in a civil and respectful manner at all meetings and, in doing so, maintaining a collegial environment, and abiding by the will of the majority of GFC;
3.3.8  Respecting, at meetings of Council, a Speakers’ List, should one be maintained by the Chair;
3.3.9 Participating, when called upon to do so, in the assessment of GFC’s performance and contribution to the University;

3.3.10 Maintaining confidentiality over those matters dealt with in confidence by GFC, within the terms of these Bylaws, relevant legislation, and good governance practices;

3.3.11 Consulting with any constituency from which the member is drawn and communicating to such constituency the matters dealt with at GFC;

3.3.12 Promoting openness and awareness of GFC operations to the wider community.

3.4 CHAIR

3.4.1 The President is the Chair of GFC. The Act designates the President as the conduit through whom recommendations from GFC be transmitted to the Board.

3.4.2 The Chair ensures GFC stays on task and conducts itself collegially and ethically, complying with applicable legislation, institutional policies and procedures, and these Bylaws.

3.4.3 The Chair is responsible for providing leadership for GFC and for effectively facilitating the work of Council. The Chair has the following specific responsibilities:

3.4.3.1 Presides over and provides effective leadership of GFC meetings;

3.4.3.2 Ensures effective, ongoing relationships and communications between GFC, the Board, and the wider community;

3.4.3.3 Conveys to GFC such decisions and requests as the Board may wish to refer to Council;

3.4.3.4 Ensures members are aware of the relevant University policies and procedures and codes;

3.4.3.5 Ensures that members comply with these Bylaws;

3.4.3.6 Ensures that the agenda (and associated documentation) are distributed for meetings, as provided in these Bylaws;

3.4.3.7 Reports to GFC on current issues at and of relevance to the University;

3.4.3.8 May step out of the chair at meetings of GFC to participate in discussion as necessary, and the Council Vice-Chair shall, in such cases, chair the meeting;

3.4.3.9 Permits a reasonable amount of discussion of items but shall respect the protocol associated with a call for the question;

3.4.3.10 Maintains and respects a Speakers’ List;

3.4.3.11 Is empowered and expected to take actions deemed necessary to ensure the orderly advance of the legitimate business of Council;

3.4.3.12 Serves as the Chair of the Executive Committee of GFC;
3.4.3.13 Notwithstanding norms of Robert’s Rules, does not vote, except to break a tie. If, in such cases, the Chair chooses not to vote, the motion is lost.

3.4.3.14 Performs other such duties as may be specified in these Bylaws and as may be determined by GFC.

### 3.5 VICE-CHAIR

3.5.1 Council shall elect at least annually a Vice-Chair from amongst the elected Academic Staff members on GFC. When the President, or the President’s delegate, is unable to preside over a meeting of GFC, the Vice-Chair shall chair. Under no circumstances shall a Vice-Chair serve more than two consecutive terms.

3.5.2 In addition to meeting the obligations as a member, the Vice-Chair shall carry out all responsibilities of the Chair when the Chair is absent or unable to so act; on those occasions the Chair chooses to step out of the chair to participate in discussion at a GFC meeting; or shall assist the Chair in the performance of Council duties.

3.5.3 In the event the Chair and Vice-Chair are absent or unable to act, the Chair may appoint an individual from the elected Academic Staff members on GFC to serve as Chair. An Acting GFC Chair, in addition to obligations as a member, shall act with the powers normally exercised by the Chair for a period of time determined by the President.

### 3.6 COMMITTEE CHAIR

A Committee Chair, in addition to meeting the obligation of a committee member, shall provide effective leadership to the committee so it fulfils its duties as outlined in its terms of reference. The Chair:

3.6.1 Conducts work in accordance with committee terms of reference, as approved by GFC;

3.6.2 Ensures review of terms of reference as stipulated in the terms and reports any matters and recommendations to GFC;

3.6.3 Calls meetings and sets meeting agendas in consultation with the Secretariat or other administrative support as appropriate;

3.6.4 Ensures that meeting agendas and all relevant supporting documentation are circulated to members no later than five (5) calendar days before each meeting;

3.6.5 Presides over meetings, ensuring they are conducted in an efficient, effective, and focused manner;
3.6.6 Fosters responsible decision making;
3.6.7 Ensures, in concert with the Secretariat or other administrative support, that all new members receive orientation;
3.6.8 Reports to GFC on a regular basis on activities and recommendations;
3.6.9 Ensures, in concert with the Secretariat or other administrative support, appropriate records and minutes of meetings are kept;
3.6.10 In general, sees that all work required is completed as expeditiously and in as timely fashion as possible;
3.6.11 Carries out any other duties and responsibilities as assigned.

3.7 SECRETARIAT

The Secretariat, overseen by the Secretary to GFC, plays a central role in guidance and support of good governance at the University and coordinates and facilitates the activities of GFC and its committees to ensure the effective and efficient operation of the University’s senior academic governance framework. More specifically, the Secretariat supports Council and many of its committees and has responsibility for the following:
3.7.1 Liaising with the Chair in the preparation of GFC meetings;
3.7.2 Facilitating the work of GFC in setting the schedule of meetings and the preparation of meeting agendas, in close consultation with the Chair and other relevant University officers;
3.7.3 Facilitating the work of the Executive Committee and the other GFC committees supported by the unit in setting the schedule of meetings and the preparation of meeting agendas, in close consultation with the committee Chairs and other relevant University officers;
3.7.4 Either directly or indirectly, advising on, researching, and preparing materials regarding academic issues for scholarly discussion at Council and liaising with committee Chairs to ensure materials in support of motions and discussion items are in order;
3.7.5 Preparing informational documents and websites for the dissemination of information both within and beyond the University community;
3.7.6 Arranging invitations for guests to Council meetings;
3.7.7 Preparing and distributing agenda packages to those on the GFC meeting distribution list;
3.7.8 Acting as a resource to the Chair (and others, as necessary) at Council meetings;
3.7.9 Ensuring that minutes of Council meetings are recorded;
3.7.10 Arranging for facilities and technology support for GFC meetings;
3.7.11 Facilitating elections in Council and supporting the work of the nominations and elections of Academic Staff members of GFC. In this regard, the Secretariat has general oversight for ensuring the rotation and replenishment of staff and student members on GFC and its standing committees;
3.7.12 Providing, at least annually, an orientation to new members of Council and other interested parties;
3.7.13 Acting as a resource from whom information may be obtained on any matters which fall within the purview of GFC;
3.7.14 Providing advice on the proper interpretation and application of the Bylaws of GFC;
3.7.15 Carrying out such other duties as may be required to ensure the proper functioning of GFC.

ARTICLE IV: CONFIDENTIALITY

4.1 CONFIDENTIAL INFORMATION
4.1.1 Information and documents brought before open sessions of GFC and its boards, committees, and councils, as well as the proceedings of open sessions, are not considered to be confidential, unless specifically identified as confidential by the Chair.
4.1.2 Information and written material brought before closed sessions of Council and its boards, committees, and councils, as well as the proceedings of those sessions, are designated as confidential unless otherwise explicitly directed by the Chair, and shall not be disclosed to any person not attending the relevant meeting unless authorized in accordance with University policy or law in respect of disclosure of confidential information. Confidential GFC records and information include all non-public information that might be of use to competitors of the University or harmful to the University or its stakeholders if disclosed, and, without limiting the generality of the foregoing, specifically includes the agenda, minutes, and related materials, records, and information from closed meetings.

4.2 CONFIDENTIALITY REQUIREMENT
4.2.1 Except where disclosure is authorized by University policy, required by law, or otherwise determined by GFC, members and permitted resources to Council shall protect confidential and privileged information and respect the confidentiality of proceedings at closed sessions of GFC, its committees, and other internal meetings.
4.2.2 It is the responsibility of members who receive confidential information to ensure the security of all confidential information entrusted to them at all times. All GFC records provided to
members for individual use or created by a member remain the property of GFC and shall be
returned to the Secretariat at the request of the Chair or destroyed by the member immediately
following the closed session at which they were considered.
4.2.3 A member’s duty to maintain the confidentiality of records and information shall continue
after the member ceases to be a member of GFC.

ARTICLE V: CONFLICT OF INTEREST

5.1 OBLIGATION
For members, there is an obligation to avoid and address conflicts of interest whether real,
perceived, or potential. This obligation is deemed to extend beyond that required of University
employees in executing their assigned tasks. Every Council member has a responsibility first and
foremost to the interests of the University and must function primarily as a GFC member, not as a
member of any particular constituency. This expectation also applies to other persons who engage
with GFC, including external advisors.

5.2 IDENTIFYING CONFLICT OF INTEREST
A conflict of interest may exist when a member has or represents interests that have the potential to,
or actually, compromise a member’s objectivity or create a reasonable apprehension of bias or
compete with those of the University. This includes discussions or decisions of GFC that, directly or
indirectly, affect or could affect the University’s dealings or relationships with any organization with
respect to which the member or any person related to the member holds a position of influence
within the organization, unless the Chair determines otherwise.

5.3 PROCESS FOR CONFLICT OF INTEREST
In the event a real, potential, or perceived conflict of interest occurs, the member may declare a
conflict when speaking to the matter at the meeting of GFC at which this matter is being considered
and prior to voting on any motion to which the conflict relates. A member who has declared such
an interest must abstain from participating in further discussion with respect to the matter and from
voting thereon and may choose to withdraw from that portion of the meeting. The minutes of the
meeting shall record the member’s disclosure, recusal, and abstention.
ARTICLE VI: MEETINGS

6.1 NOTICE
GFC shall hold meetings at such times and places as determined by the Chair. Prior to the beginning of the academic year, a schedule of meetings for the full year shall be posted by the Secretariat. The accidental omission to give notice to or the non-receipt of any notice by any of the persons entitled to such notice shall not invalidate the proceedings of the meeting. Any meeting may be postponed or cancelled at the discretion of the Chair.

6.2 REGULAR GFC MEETINGS
Normally, Council shall meet at least six (6) times per academic year.

6.2.1 Open Session and Public Conduct in Meetings:
6.2.1.1 Meetings of GFC shall be open to the public, and no person shall be excluded from a meeting except for limitations due to space, or improper conduct as determined by the Council. Minutes summarizing the discussion and decisions of an open session shall be taken, provided to GFC for approval at the subsequent meeting, and posted on the Secretariat’s website.
6.2.1.2 The Chair may recognize non-members during discussion. A non-member may speak only upon recognition by the Chair and may speak only to the issue at hand when invited to do so by the Chair. Normally, a non-member shall only permitted one (1) opportunity to address Council on any individual issue. Non-members cannot move, second, amend, vote on, or alter in any other fashion motions before Council.

6.2.2 Closed Session:
6.2.2.1 GFC may at any time determine that a meeting, or part thereof, be designated as a closed session to deal with confidential matters only. The Chair may designate University staff or resource people to attend certain parts of the closed session or may designate the closed session to be without University staff or resource people. Minutes summarizing the discussion and decisions of a closed session shall be taken, provided to GFC for approval at the subsequent meeting, and filed confidentially. Closed session matters, including all discussion, action, and documentation, shall be kept in confidence in perpetuity by every member and attendee.

6.2.3 Use of Recording or Similar Devices
With the exception of equipment used expressly by the Secretariat for the meeting or, with the prior agreement of the Chair, any private or unauthorized use of a recording or broadcasting or similar device during a meeting of GFC is prohibited. This prohibition does not extend to the recording for
personal use as an accommodation, though such accommodations should be brought to the
attention of the Secretariat. The expression “recording or broadcasting or similar device” includes
any equipment that can be used to record or broadcast either through photography, videotaping, or
audio recording an image, sound, or a conversation, including cameras, cellular telephones,
smartphones, or any similar device.

6.2.4 Freedom of Information and Protection of Privacy
Regardless of whether a meeting of GFC is held in open or closed session, discussions at such
meetings in all instances shall be consistent with the Alberta Freedom of Information and Protection
of Privacy Act and its associated regulations.

6.3 SPECIAL COUNCIL MEETINGS
6.3.1 In exceptional circumstances, a special meeting may be called (a) if the Chair considers a
matter to be of sufficient urgency; (b) if there is a petition by at least one-third (1/3) members of the
Council, of whom at least one-half (½) must be elected members; or, (c) if the Chair receives a
special request from the Board.
6.3.2 The Chair may waive the meeting notice period for any special meeting. In the cases of
special meetings, every effort shall be made by the Secretariat, working in concert, as necessary, with
the Chair and the Executive Committee, to get the agenda and supporting documentation to
members as expeditiously and as far in advance of the meeting as reasonably possible.

6.4 AGENDA AND CONSENT AGENDA
6.4.1 The Executive Committee of GFC shall set the agenda for GFC meetings. The Chair, in
collaboration with the Secretariat and in consultation with Executive Committee, shall formulate
draft GFC meeting agendas. The GFC Executive Committee shall review and approve agenda items
for each regular GFC meeting. If it is determined that a matter shall not be heard by GFC, the
Secretariat shall advise the originator of the request.
6.4.2 Items to be included in the agenda shall be submitted to the Chair through the Secretariat
according to submission deadlines published annually by the Secretariat.
6.4.3 Agenda packages must be distributed to members a minimum of at least five (5) calendar
days prior to the meeting, with the exception of special sessions.
6.4.4 Additions or changes to the agenda at the time of the GFC meeting require approval by a
simple majority vote of the Council.
6.4.5 All policies recommended to GFC for approval must first be recommended by the Executive Committee. Other items of business requiring approval must first be recommended by the relevant GFC standing committee(s).

6.4.6 Agenda packages shall include at the time of distribution all documents in support of motions, draft minutes of previous meetings, and any other documentation deemed appropriate by the Executive Committee.

6.4.7 Notice of Motion
At any meeting, any Council member may give notice of a motion on an agenda item to be presented at a subsequent GFC meeting.

6.4.8 Consent Agenda
To ensure GFC has sufficient time at its meetings to deal with strategic and substantive matters, Council uses a consent agenda format for GFC meetings. A consent agenda is a component of a meeting agenda that enables the grouping of action and information items that are routine, standard, non-controversial, and self-explanatory. The consent agenda implies there is unanimous consent and that issues do not need any discussion before the meeting agenda is passed. Should a member wish to separate an item for discussion and, potentially, a vote, the member may make this request prior to the meeting. The minutes of the meeting shall report matters approved as part of the consent agenda.

6.4.9 Motions
6.4.9.1 Motions shall be provided by the relevant authority to the Secretariat.
6.4.9.2 Motions should include the exact wording of the motion to be considered by GFC, a descriptive contextual preamble, and all documentation necessary to ensure a meaningful discussion of the item at a Council meeting.
6.4.9.3 The Chair may seek additional information and clarification. The Chair, in consultation with the appropriate University officers, shall determine if an item is in good order to warrant its discussion and inclusion as a motion at an upcoming GFC meeting.

6.5 MINUTES AND RECORDS
The Secretariat shall record and disseminate minutes of all Council meetings. Only motions and motion revisions shall be recorded verbatim unless a GFC member requests that comments also be recorded verbatim. Between meetings, the Secretariat may contact a member for clarification of discussion points. Editorial revisions may be made by the Executive Committee prior to the
preparation of final draft minutes. The Secretariat shall maintain an official repository of GFC records and documents.

6.6 RULES OF ORDER
Meeting protocols shall be guided by current Robert’s Rules of Order, a set of rules based on parliamentary procedure, except where otherwise provided for in the Bylaws or relevant legislation.

6.7 COLLEGIALITY
Members shall foster a collegial environment and conduct themselves in a manner that demonstrates a climate of openness and trust, accountability and transparency, respect for different perspectives, builds on the contributions of others, and constructively puts forward alternate considerations. Members shall treat one another and non-members with respect and shall work in a spirit of collaboration and civility.

6.8 QUORUM
Quorum is the minimum number of members that, when assembled, is sufficient for GFC to conduct business. In the period September through April, a simple majority of the current members of Council shall constitute a quorum at any GFC meeting held during this time. In the period May through August, one-third (1/3) of the current members of Council shall constitute a quorum at any GFC meeting held during this time, so long as at least one-half of those present are elected members.

6.8.1 It is the duty of the Chair, with the Secretary’s assistance, to determine if quorum is present before calling the meeting to order. If, within fifteen (15) minutes from the time appointed for the start of the meeting of Council, a quorum is not present, the meeting shall stand adjourned to a date and time and place to be determined by the Chair. Urgent business that would otherwise have been considered at the adjourned meeting may be referred by the Chair to the Executive Committee immediately for action.

6.8.2 A meeting that begins with a quorum shall be deemed to be properly constituted and shall continue until the meeting is adjourned or a member other than the Chair challenges quorum and less than a majority of current members are present at the meeting. A meeting at which quorum is challenged and lost shall be deemed adjourned at the time that quorum is challenged.
6.9  VOTING

6.9.1  Only GFC members may move, second, and vote on motions presented at GFC meetings. Motions shall be passed by a simple majority of affirmative votes of members present and voting at the meeting. The exception to this rule is for changes to the Bylaws which require a two-thirds majority of affirmative votes of members present and voting. Resolutions passed by the GFC are binding on all members. Voting by proxy is not allowed. The Chair shall declare that a motion has been carried or defeated, and an entry regarding the resolution shall be recorded in the minutes.

6.9.2  A motion requires a mover and, normally, a seconder, both of whom must be members of Council.

6.9.3  Voting shall normally be by a show of hands.

6.9.4  Members may choose not to vote. Abstentions are not votes and are not normally recorded.

6.9.5  A member may ask at the time of the vote to record that member’s individual vote or the member’s abstention, including an explanation for the abstention.

6.10  MEETING BY ELECTRONIC MEANS

6.10.1  Participation by Telephone and Other Means
Members may participate in, and shall be deemed to be present at, meetings by telephone or other communication facilities which permit all participants to communicate adequately with each other. In this circumstance, such members are deemed to be present, counted to determine the presence of quorum, and have the ability to move, second, and vote on motions.

6.10.2  Electronic Voting
To facilitate GFC’s business outside of its regular meeting schedule, in exceptional circumstances, Council may use an electronic process for voting on motions. The Chair shall decide when the situation requires such extraordinary action, and the Secretariat shall be responsible for the conduct of the electronic vote.

6.11  PRESENTATIONS
On the recommendation of the Chair and with the agreement of the Executive Committee, a GFC agenda may dedicate a portion of the meeting to receive presentations.
ARTICLE VII: GFC COMMITTEES

7.1 ESTABLISHMENT OF COMMITTEES

GFC shall appoint such standing and ad hoc committees, and councils as it determines necessary. As Council is the forum for academic discussion and decision making, the committees of GFC, supported either by the Secretariat or another office most capable of providing the necessary, competent administrative support, shall prepare research and documentation in support of scholarly debate.

7.1.1 Standing Committees:

GFC’s standing committees are central to Council’s role and are responsible for the following: (a) reporting, as warranted or required, on their activities at Council meetings; (b) submitting proposed changes to the committee’s terms of reference, as applicable, for GFC’s consideration and approval; and (c) submitting recommendations as motions for the consideration and approval of Council.

GFC may delegate to each committee responsibility and authority to make decisions on behalf of Council. These delegations of authority to the standing committees are intended to permit GFC to pursue major policy and strategic issues.

7.1.1.1 Executive Committee:

An Executive Committee of GFC shall be established, with all members drawn from the membership of GFC, as determined by Council according to the Committee’s terms of reference. The Executive Committee (a) has a coordinating role in managing the academic affairs for GFC and its committees; and (b) it may elect to flag for GFC’s consideration questions or issues of particular interest or concern in the documentation directed to GFC for its approval. In circumstances where a matter cannot be delayed until the next regular Council meeting, and where a special meeting of GFC cannot be called, the Executive Committee may act on behalf of Council between regular meetings.

7.1.1.2 GFC has established, pursuant to Sections 26 and 31 of the Act, the following standing committees:

- Executive Committee to General Faculties Council
- Committee on Admissions and Transfers
- Program and Curriculum Committee
- Faculty Development Committee

7.1.1.3 Pursuant to federal requirements, MacEwan has established a Research Ethics Board, and Animal Research Ethics Board, as independent bodies at arm’s length from the GFC. Through its
responsibility for academic affairs, GFC may, from time to time, consider matters related to these boards.

7.1.1.3 Each standing committee of GFC has the power to seek to refer or to delegate specific matters under its authority unless GFC expressly restricts referral or delegation.

7.1.2 Ad Hoc Committees:
Such entities are normally established with limited terms, with the date or event that results in dissolution specified.

7.1.3 Unless otherwise specified, committees of GFC shall be subject to the same procedural rules as Council.

7.2 COMPOSITION AND ELIGIBILITY

7.2.1 Eligibility to serve on GFC standing committees and on bodies to which GFC elects members shall be restricted to certain categories of staff and to students, as set out in the composition of each standing committee or body. When the composition of a standing committee is deemed to require a member or members from a group other than GFC, the group shall be given the opportunity to nominate or appoint an individual or individuals, but the refusal or failure of a group to nominate or appoint shall not preclude committee action. All committee members, with the exception of those who serve in an ex officio capacity and the appointed student or other representatives, must be elected to serve by GFC; appointed student representatives must be appointed by the students’ association.

7.2.2 Non-voting resource persons from the University may attend meetings as resources to provide input, make presentations, and update the committee on activities related to its terms of reference.

7.2.3 If the committee Chair is not present, the committee Vice-Chair shall act as Meeting Chair. If both the Chair and Vice-Chair are not present, members of the Committee may designate a Meeting Chair.

7.2.4 An orientation shall be provided by the Secretariat or other committee administrative support to new committee members, highlighting the specific aspects of the University that are applicable to members of that committee.

7.2.5 Members are expected and directed to act in what they consider to be the best interests of the University as a whole.
7.3 MEETINGS OF COMMITTEES
Committees shall meet according to a schedule of meetings established by the Secretariat or other committee administrative support in consultation with the relevant committee Chair and relevant University officers. Additional meetings may be called, as required. The minutes of the committee meetings shall record the decision(s) reached and summarize the discussion(s) held.

ARTICLE VIII: COMMUNICATION WITH THE COUNCIL
8.1 FACILITATING OPEN COMMUNICATIONS
The University promotes an environment of open communication and supports practices to encourage such communication. GFC communicates its activities and decisions to members of the MacEwan University community. Correspondence with, inquiries of, or requests to make a presentation before Council are to be referred to Executive Committee through the Secretariat. Matters of an administrative nature or matters, more generally, outside the purview of GFC should be addressed to the appropriate administrative authority.

8.2 UNIVERSITY EMPLOYEES
Normally, the elected and appointed members serving on Council should be approached by their respective colleagues wishing to provide information or to raise a concern with GFC. Matters outside the purview of GFC or those which may be dealt with through mechanisms contained in other institutional contracts, agreements, policies, or procedures shall not be heard by Council.

8.3 UNIVERSITY STUDENTS
Students wishing to provide information or raise a concern with GFC shall normally raise the matter with the statutory members from the Students Association of MacEwan University, as appropriate, to advance the matter to Council. Matters determined to be outside the purview of GFC or those which may be dealt with through mechanisms contained in other institutional contracts, agreements, policies, or procedures shall not be heard by Council; instead, they should be addressed to the appropriate senior or other administrative authority or, when and if appropriate, the Board.
ARTICLE IX: RELATIONSHIP OF GENERAL FACULTIES COUNCIL TO OTHER GOVERNING ENTITIES

9.1  RELATIONSHIP OF GFC TO THE BOARD

9.1.1  Consistent with its authority and duties under the Act, GFC has a responsibility for academic affairs at the university.

9.1.2  Academic decisions that have a financial impact on the University are subject to Board approval. Accordingly, major academic decisions, including the establishment, substantive reorganization, or termination of faculties, schools, and departments made by Council shall be subject to financial approval by the Board.

9.1.3  As the Board has responsibility for issues that impact the reputation and good name of the University, GFC’s advice and recommendations on matters that may have a material impact on the University’s reputation shall be offered when sought by the Board, by the President, by the Provost, or, as deemed appropriate, by Council, itself.

9.1.4  Decisions of GFC shall be communicated to the Board in writing through the President, who shall also bring to Council requests and reports of the Board. The Board shall provide a report to GFC on matters considered and decisions made by the Board at its open session(s).

9.2  RELATIONSHIP OF GFC TO FACULTY AND SCHOOL COUNCILS

9.2.1  The Post-secondary Learning Act sets out the required membership of Faculty Councils in Section 28. The powers of Faculty Councils are set out in Section 29 of the Act and the powers of School Councils are set out in Section 30 of the Act, both subject to any conditions or restrictions that are imposed by GFC. Faculty and School Council decisions are subject to the authority of the GFC.

9.2.2  The GFC shall approve the terms of reference for all Faculty and School Councils.

9.2.3  The Dean of the Faculty or School shall serve as Chair of the Faculty or School Council.

9.2.4  A Faculty or School Council may delegate any of its powers, duties, and function under the Act as it sees fit and may prescribe conditions governing the exercise or performance of any delegated power, duty, or function, including the power of sub delegation.

9.2.5  It is understood that Faculty and School Councils, which are themselves subsidiary parts of the structure of GFC, provide a forum for discussion of relevant academic matters and, generally, retain their responsibilities in the conduct of University affairs. Nothing in these Bylaws is intended to alter this general practice, and it is assumed that in the conduct particularly of their academic
planning, the Faculties and Schools have full responsibility, with the help as appropriate of their academic units, for designing and developing the plans and priorities that come to GFC for full consideration. Much of the creative power of the University remains at individual Faculty and School and subsidiary levels. GFC members are encouraged to familiarize themselves with the academic goals, priorities, planning, and programming of their Faculties or Schools.

ARTICLE X: AMENDMENTS AND ADDITIONS TO BYLAWS

10.1 PROCESS TO AMEND

These Bylaws may be amended, replaced, or repealed by resolution of GFC at any meeting of Council provided that the proposed amendment or motion has been approved and recommended by GFC Executive Committee.

10.2 EFFECTIVE DATE

These Bylaws shall be effective on the date specified in the approval motion passed by GFC Executive and its terms, subject to amendment, are in force until August 30, 2020.